

48th Annual Report
2017 - 2018



INCON ENGINEERS LIMITED



C O N T E N T S

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CORPORATE INFORMATION

Board of Directors

SRI SREEDHAR CHOWDHURY	Managing Director (DIN: 00188924)
SRI S. MANOHAR RAJU	Non Executive Independent Director (DIN:00188956)
SRI A. SUBBA RAO	Non Executive Independent Director (DIN: 00313644)
Dr. B. NEETA KUMARI	Non Executive Director (DIN:00313522)

AUDITORS

M/s. K.S. Rao & Co.
Flat No. 403 & 404
Golden Green Apartment
Irrum Manzil Colony, Hyderabad - 500 082

BANKERS

M/s. State Bank of India
Commercial Branch
Koti, Hyderabad-500095

REGISTRAR & TRANSFER AGENTS

M/s. Venture Capital and Corporate Investments Pvt. Ltd.
12-10-167, Bharat Nagar,
Hyderabad-500 018.

REGISTERED OFFICE & FACTORY

B-6/3, I.D.A., Uppal, Hyderabad - 500 039

CIN **L74210TG1970PLC001319**

WEBSITE www.incon.in

EMAIL ID incon@incon.in, inconengineers@gmail.com



INCON ENGINEERS LIMITED

NOTICE OF 48TH ANNUAL GENERAL MEETING

NOTICE is hereby given that the **Forty Eighth Annual General Meeting** of **INCON ENGINEERS LIMITED** will be held on Friday, 28th September, 2018 at 10.00 AM at B-6/3, IDA, Uppal, Hyderabad - 500039 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31 March 2018, including the Audited Balance Sheet as at 31 March 2018, together with the reports of the Directors and Auditors thereon.
2. To consider appointment of a director in place of Dr. B. Neeta Kumari (DIN 00313522) who retires by rotation and being eligible offers herself for re-appointment.

SPECIAL BUSINESS:

3. TRANSACTIONS WITH RELATED PARTIES:

To consider and if thought fit, to pass with or without modifications, the following resolution as special resolution:

"RESOLVED that pursuant to provision(s) of section 188 and other applicable provisions, if any, of the Companies Act, 2013 the consent of the members of the Company be and is hereby accorded to the Board of Directors to enter into any contract or arrangements with related party, M/s. OxeecoTechnologies Private Limited, with respect to leasing of office building of 3250 sft aggregating to a rent Rs.80525/- per month for a period of three years with a provision for 10% increase per annum."

"RESOLVED FURTHER that the Board of Directors of the Company be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory contractual or otherwise in relation to the above and to settle all matters arising out of and incidental thereto and to sign and execute all deeds, documents that may be required on behalf of the Company and generally to do all the acts, deeds, matters and things that may be necessary or incidental thereto for the purpose of giving effect to this resolution."

**By order of the Board
For Incon Engineers Limited**

**Sd/-
Sreedhar Chowdhury
Managing Director
(DIN:00188924)**

**Place : Hyderabad
Date : 29.05.2018**



INCON ENGINEERS LIMITED

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF, AND THAT A PROXY NEED NOT BE A MEMBER OF THE COMPANY, PROXIES TO BE EFFECTIVE, MUST BE RECEIVED BY THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING. A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY AND HOLDING IN AGGREGATE NOT MORE THEN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY. A MEMBER HOLDING MORE THEN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY, PROVIDED THAT THE PERSON DOES NOT ACT AS PROXY, PROVIDED THAT THE PERSON DOES NOT ACT AS PROXY FOR ANY OTHER MEMBER.
2. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorising such representative to attend and vote on their behalf at the Meeting.
3. Only bonafide members of the Company whose names appear on the Register of Members/Proxy holders, in possession of valid attendance slips duly filled and signed will be permitted to attend the meeting. The Company reserves its rights to take all steps as may be deemed necessary to restrict non-members from attending the meeting
4. In order to enable us to register your attendance at the venue of the Annual General Meeting, we request you to bring your folio number/demat account number/DP ID-Client ID to enable us to give you a duly filled attendance slip for your signature and participation at the meeting.
5. In case of joint holders attending the meeting, only such joint holder who is higher in order of names would be entitled to vote.
6. The Register of Members and Share Transfer books will remain closed from -22.09.2018 to 28.09.2018 (both days inclusive)
7. A statement pursuant to Section 102(1) of the Companies Act, 2013 relating to certain ordinary business and the special business to be transacted at the Annual General Meeting is annexed hereto. All Documents referred to in the accompanying notice and the explanatory statement shall be open for inspection at the Registered Office of the Company during business hours except on holidays, up to and including the date of the Annual General Meeting.
8. At the 47th Annual General Meeting of the Company held on 29th September, 2017 at 10 A.M, the members approved appointment of M/s. K.S. Rao & Co., Chartered Accountants, Regn. No. 003109S be and is hereby appointed as a Statutory Auditors of the company to hold office for a period of five years from the conclusion of that Annual General meeting till the conclusion of 52nd Annual General Meeting, subject to ratification of their appointment by members at every Annual General Meeting if so required by the Companies Act 2013. vide notification date May 7, 2018, the Ministry of Corporate Affairs has done away with requirement of seeking ratification of members for appointment of auditors at every Annual General Meeting. Accordingly, no resolution is being proposed for ratification of appointment of statutory auditors at the 48th Annual General Meeting.



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9. The Company has provided a facility to exercise their right to vote by electronic means. A separate e-voting instructions slip has been sent explaining the process of e-voting with necessary user id and password along with procedure for such e-voting. Such remote e-voting facility is in addition to voting that may take place at the meeting venue on 28.09.2018.
10. The Company has appointed Mr.Sharad Gupta & Co., Practising Company Secretary, to act as the Scrutinizer, to Scrutinize the e-voting process in a fair and transparent manner.
11. The facility for voting shall be made available at the venue of the Annual General Meeting and the members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right to vote at the Annual General Meeting. The members who have cast their vote by remote e-voting prior to the Annual General Meeting may also attend the Annual General Meeting but shall not be entitled to cast their vote again.
12. The details of the Directors seeking re-appointment at the Annual General Meeting are provided in Annexure A of this Notice. The Company has received the necessary consent/declarations for the re-appointment under the Companies Act, 2013 and the rules thereunder.
13. In case of any queries regarding the Annual Report, members may write to mail to inconengineers@gmail.com to receive an email response. Members desiring any information relating to the financial statements at the meeting are requested to write to us at least ten days before the meeting to enable us to keep the information.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013:

Item No.1

Company proposes to enter into/renew an agreement with M/s.Oxeeco Technologies Private Limited with respect to leasing out its office premises for a period of three years with effect from 01.10.2018. Oxeeco Technologies Private Limited is promoted by Sri.Sreedhar Chowdhury, who is also the main promoter of your Company. Section 188 of the Companies Act, 2013 requires approval of shareholders as value of agreement is likely to exceed the limits specified in the Act.

None of the Directors except Sri Sreedhar Chowdhury is concerned or interested in the said resolution.

By order of the Board of Directors of

INCON ENGINEERS LIMITED

Place: Hyderabad
Date: 29.05.2018

SREEDHAR CHOWDHURY
MANAGING DIRECTOR



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ANNEXURE - A

Details of Directors seeking re-appointment at the Annual General Meeting scheduled to be held on 28.09.2018 [Pursuant to Regulation 36(3) of the SEBI [Listing Obligation and Disclosure Requirements], Regulations, 2015]

Name of the Director	Dr.B.NeetaKumari
Date of Birth	10.06.1959
Date of Appointment	30.03.2015
Qualifications	Ph.D
Expertise in Specific Functional Areas	Worked in Senior Technical Positions in various Companies for over 25 years
List of Companies in which outside Directorships held as on 31.03.2018	NIL
Chairman/Member of the *Committees of other Companies on which she is a Member as on 31.03.2018	NIL
Number of equity shares held in the Company	NIL



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DIRECTORS REPORT

To the Members,

The Directors are pleased to present the 48th Annual Report and the Audited Financial Statements for the year ended 31 March, 2018.

1. FINANCIAL RESULTS

The Performance during the period ended 31st March 2018 has been as under

(Rupees in lakhs)

Particulars	Year ended 2017 -18	Year ended 2016 -17
Revenue from operations and other income (gross)	97.59	27.92
Profit before finance costs and depreciation & amortization expense	8.15	(24.33)
Finance Cost	0.12	0.11
Depreciation and amortization expense	2.79	2.95
Profit /Loss after tax	5.24	(27.39)
Other Comprehensive income	(1.75)	2.46
Total Comprehensive income	3.48	(24.93)

2. PERFORMANCE

Operations

During the year under review, the Company's operations have improved with the income going upto Rs. 97.59 lakhs from Rs. 27.92 lakhs during the previous year. The Company also registered a net profit of Rs. 5.24 lakhs as compared to a loss of Rs. 27.39 lakhs during the previous year

3. DEPOSITS

During the year under review, the Company did not accept any deposits.

4. CONSERVATION OF ENERGY, TECHNOLOGY, ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO:

The information on Conservation of Energy, Technology Absorption, Foreign Exchange Earnings and outgo required to be disclosed under Section 134(3)(m) of the Companies Act, 2013,

read with Rule 8 of the Companies (Accounts) Rules, 2014 are provided in **Annexure-I forming part of this report**

5. DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to the requirement under Section 134 of the Companies Act, 2013, with respect to the Directors Responsibility Statement, the Board of Directors of the company hereby confirms:-

- That the preparation of the annual accounts for the financial year ended 31st March, 2018, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- That the directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year 31st March, 2018 and of the profit and loss of the company for that period;
- That the directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- That the directors have prepared the annual accounts for the financial year 31st March, 2018 on a going concern basis; and
- That the directors have laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively;
- That the Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

6. INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY



INCON ENGINEERS LIMITED

The Company has an Internal Control System, commensurate with the size, scale and complexity of its operations. To maintain its objectivity and independence, the Internal Audit function reports to the Chairman of the Audit Committee of the Board.

The Internal Audit Department monitors and evaluates the efficacy and adequacy of internal control system in the Company, its compliance with operating systems, accounting procedures and policies at all locations of the Company and its subsidiaries. Based on the report of internal audit function, process owners undertake corrective action in their respective areas and thereby strengthen the controls. Significant audit observations and corrective actions thereon are presented to the Audit Committee of the Board.

7. COURT/TRIBUNAL ORDERS

There were no instances of any significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and Company's operations in future.

8. RELATED PARTY CONTRACTS AND ARRANGEMENTS

The contracts or arrangements of the Company with related parties during the period under review referred to in Section 188(1) of the Companies Act, 2013 were in ordinary course of business and on arm's length basis. During the year, the Company had entered into the contract/arrangement/transaction with related parties which could be considered material in accordance with the related party transaction policy of the Company. The said policy as approved by the Board in terms of provisions of Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The prescribed form AOC-2 of the Companies (Accounts) Rules, 2014 is enclosed as **Annexure II to this report**

9. ANNUAL RETURN

In terms of provisions of Section 92(3) of the

Companies Act, 2013 read with the Companies (Amendment) Act, 2017 and the relevant rules made thereunder, a copy of the Annual Return in **Annexure-III** as prescribed under Section 92 of the Companies act, 2013.

10. INDEPENDENT DIRECTORS

In terms of provisions of Section 149(7) of the Companies Act, 2013 all the Independent Directors of the Company have furnished a declaration to the Compliance Officer of the Company at the meeting of the Board of Directors held on 29th May, 2018 stating that they fulfill the criteria of Independent Director as prescribed under section 149(6) of the Companies Act, 2013 and are not being disqualified to act as an Independent Director.

In terms of the Regulation 2(57) of the Regulations, the Company has adopted a familiarization programme for the Independent Directors to familiarize them with working of the Company, nature of the industry in which the Company operates, business model of the Company, their roles, rights, responsibilities and other relevant details.

11. SUBSIDIARIES:

Your Company does not have Subsidiaries

12. INTERNAL AUDITORS

M/s G P Associates., Chartered Accountants, Hyderabad shall be the Internal Auditors of the Company.

13. SECRETARIAL AUDITOR

Pursuant to the provisions of Section 204 of the Companies Act, 2013, and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed M/s Sharad Gupta & Co Practicing Company Secretaries to conduct Secretarial audit of the company for the financial year ended March 31, 2018.

The Secretarial Audit Report issued by M/s. Sharad Gupta & Co, Practicing Company Secretaries in